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Guy M. Hicks
General Counsel
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June 20, 2003

VIA HAND DELIVERY

Hon. Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

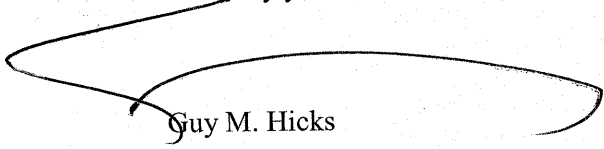
Re: Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Bellerud Communications, LLC f/k/a State Discount Telephone, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. 03-00413

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Bellerud Communications, LLC f/k/a State Discount Telephone, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement. The Amendment relates to Attachment 1, Section 8.3.2 and Attachment 6, Section 1.0.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Renee Bellerud, Bellerud Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Bellerud Communications, LLC f/k/a State Discount Telephone, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

**PETITION FOR APPROVAL OF AMENDMENT TO
THE RESALE AGREEMENT NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND BELLERUD COMMUNICATIONS, LLC F/K/A
STATE DISCOUNT TELEPHONE, LLC PURSUANT TO THE
TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Belleud Communications, LLC f/k/a State Discount Telephone, LLC ("Bellerud") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated January 18, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Bellerud and BellSouth state the following:

1. Bellerud and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to Bellelrud. The Resale Agreement was filed with the Tennessee Regulatory Authority ("TRA") on April 10, 2003.
2. The parties have recently negotiated an amendment to the Resale Agreement relating to Attachment 1, Section 8.3.2 and Attachment 6, Section 1.0. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Bellerud and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between Bellerud and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Bellerud and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Bellerud and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 20th day of June, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

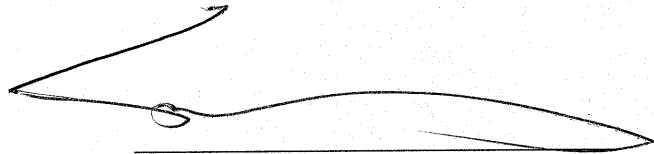
By: 

Guy M. Hicks
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300
615/214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Resale Agreement on the following via United States Mail on the 25th day of June, 2003:

Renee Bellerud
Bellerud Communications, LLC
2023 Sam Houston Avenue, #2
Huntsville, TX 77340

A handwritten signature in black ink, appearing to read "Guy M. Hicks", with a long horizontal stroke extending to the right.

Guy M. Hicks

**Amendment
To The
Resale Agreement Between
BellSouth Telecommunications, Inc.
Bellerud Communications, LLC
Dated January 18, 2002**

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. (BellSouth) and Bellerud Communications, LLC (Bellerud Communications), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated (January 18, 2002) ("Agreement").

WHEREAS, BellSouth and Bellerud Communications entered into the Agreement on January 18, 2002, and;

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to delete Section 8.3.2 Attachment 1 in its entirety and replace with the following:

8.3.2 Directory Assistance Service shall provide up to two listing requests per call. If available and if requested by Bellerud Communications LLC's end user, BellSouth shall provide caller-optional directory assistance call completion service pursuant to BellSouth Telecommunication's General Subscriber Service Tariff.
2. The Parties agree to delete Section 1.0 Attachment 6 in its entirety and replaced with the following:

1.0 The Parties agree that Bellerud Communications LLC is entitled to order any Network Element, Interconnection option, service option or Resale Service required to be made available by the Communications Act of 1934, as modified by the Telecommunications Act of 1996 (the "Act"), FCC requirements or State Commission requirements. Bellerud Communications LLC also shall be permitted to request the development of new or revised facilities or service options which are not required by the Act. Procedures applicable to requesting the addition of such facilities or service options are specified in this Attachment 6.
3. This Amendment shall be effective the date of the last signature executing the Amendment.
4. All of the other provisions of the Resale Agreement, dated January 18, 2002, shall

remain in full force and effect.

5. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

General Terms and Conditions
Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: Pat C. Finlan

PATRICK C. FINLAN

for Name: Elizabeth R.A. Shiroishi

Title: Director, Interconnection Marketing

Date: 06-13-03

Bellcore Communications, LLC

By: Rene Bellcore

Name: Rene Bellcore

Title: Owner

Date: 6/4/03